

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re

BRAC GROUP, INC. (f/k/a Budget Group, Inc.),
et al.,

Debtors.

BRAC GROUP, INC. (f/k/a Budget Group, Inc.),
et al.,

Plaintiffs,

v.

Jaeban (U.K.) Limited,

Defendants.

Chapter 11

Case No. 02-12152 (MFW)

(Jointly Administered)

03-A-54271

**Hearing Date: 12/17/03 at 10:30 (ET)
[TELEPHONIC HEARING]
Responses Due: 12/16/03 at 12:00 p.m. (ET)**

NOTICE OF MOTION AND STATUS CONFERENCE

TO: (I) THE OFFICE OF THE UNITED STATES TRUSTEE FOR THE DISTRICT OF DELAWARE; (II) COUNSEL TO THE OFFICIAL COMMITTEE OF CREDITORS HOLDING UNSECURED CLAIMS; (III) COUNSEL TO THE DEFENDANT; (IV) ALL PARTIES REQUESTING NOTICE IN THE ABOVE-CAPTIONED ADVERSARY PROCEEDING

The above-captioned debtors and debtors in possession (the "Debtors") have filed the **PLAINTIFFS' AND PLAINTIFF'S INTERVENOR'S MOTION FOR A REVISED PRE-TRIAL SCHEDULE IN LIGHT OF DEFENDANT'S U.K. ADMINISTRATIVE RECEIVERSHIP** (the "Motion").

Responses to the Motion, if any, must be filed on or before December 16, 2003 at 12:00 p.m. (Eastern) (the "Objection Deadline") with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801 and served upon the undersigned counsel to as to be received by the Objection Deadline.

A TELEPHONIC HEARING ON THE MOTION, AS WELL AS A CASE STATUS CONFERENCE, WILL BE HELD ON DECEMBER 17, 2003 AT 10:30 A.M. (EASTERN) BEFORE THE HONORABLE CHARLES G. CASE, II. ONLY PARTIES WHO HAVE FILED A TIMELY OBJECTION AND REQUESTED TELEPHONIC APPEARANCE TO THE UNDERSIGNED WILL BE HEARD AT THE HEARING.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

Dated: Wilmington, Delaware
December 9, 2003

Respectfully submitted,

SIDLEY AUSTIN BROWN & WOOD
Larry J. Nyhan
James F. Conlan
Matthew A. Clemente
Bank One Plaza
10 South Dearborn Street
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-and-

YOUNG CONAWAY STARGATT &
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Robert S. Brady (No 2847)
Edmon L. Morton (No.3856)
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Co-Counsel to the Debtors and Debtors in
Possession

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**PLAINTIFFS' AND PLAINTIFF'S INTERVENOR'S MOTION
FOR A REVISED PRE-TRIAL SCHEDULE IN LIGHT OF
DEFENDANT'S U.K. ADMINISTRATIVE RECEIVERSHIP**

Plaintiffs, the debtors and debtors-in-possession in the above-captioned action, and Plaintiff-Intervenor Official Committee of Unsecured Creditors, by their undersigned attorneys (collectively, "Plaintiffs"), hereby respectfully request that the Court revise the September 9, 2003 Pre-Trial Scheduling Order to reflect delays that have occurred as a result of Defendant's administrative receivership in the United Kingdom. In support of their motion, Plaintiffs state as follows:

1. In this adversary proceeding, Debtor Budget Rent-A-Car International, Inc. ("BRACII") has sued Jaeban (U.K.) Ltd. ("Jaeban"), a former Budget Rent-A-Car English licensee, for approximately £3 million due and owing under Jaeban's contracts with BRACII.

Jaeban has filed a counterclaim against BRACII for £470,904.49 in specified damages and additional damages in an unspecified amount.

2. On September 9, 2003, Chief Judge Walrath entered a Pre-Trial Scheduling Order providing for a discovery cutoff on December 12, 2003.¹ Prior to October 20, 2003, BRACII and Jaeban complied with the various deadlines set forth in the Order.

3. On October 20, 2003, Jaeban entered receivership in the United Kingdom. Messrs. J.N. Whitfield and G.C. Smith in Birmingham, England were appointed Administrative Receivers of Jaeban under the Insolvency Act 1986.

4. Beginning on October 20, 2003, when they informed BRACII's counsel of the receivership, Jaeban's Delaware counsel has been unable to confirm that they will continue to represent Jaeban in this proceeding. Accordingly, they are unable to consent to the revised schedule set out in this motion.

5. After allowing Jaeban a two-week period to decide how it intended to proceed in this matter, BRACII resumed discovery. It has served a second set of document requests related primarily to the receivership, sought an itemization of damages under D. Del. Loc. R. 9.4, reviewed documents produced by Jaeban's English solicitors, and informed Jaeban's Delaware counsel that the document production appears inadequate. Because the Jaeban Administrative Receivers have not confirmed the identity of Jaeban's U.S. counsel going forward, it has not been possible to schedule depositions.²

6. In order to complete depositions, most or all of which will take place in England, an extension of the period for fact discovery is appropriate. Plaintiffs believe that, with

¹ Pursuant to Delaware Bankruptcy L.R. 9006-2, the deadline is automatically extended without the necessity for the entry of a bridge order if a motion seeking an extension is filed by the expiration of the initial deadline.

² Under English law (*see* Insolvency Act, 1986), Jaeban's receivership does not stay the present litigation – and Debtors have been informed that the Jaeban Receivers intend to proceed with Jaeban's counterclaims in this adversary proceeding.

due cooperation from the Jaeban Administrative Receivers and their counsel, they can complete all necessary discovery by Friday, January 30, 2004.

7. With this Motion, Plaintiffs have submitted a proposed Order adjusting the deadlines on the Pre-Trial Scheduling Order for expert discovery and dispositive motions to reflect the extension to January 30, 2004. If the Court grants this Motion, it will be necessary for the Court to set new dates and times for the final pre-trial hearing and the commencement of trial.

WHEREFORE, Plaintiffs and Plaintiff-Intervenor respectfully request that the Court extend the deadline for fact discovery in this adversary proceeding until January 30, 2004, enter the proposed Pre-Trial Scheduling Order, and set dates for and times for the final pre-trial hearing and the commencement of trial.

Dated: December 9, 2003

SIDLEY AUSTIN BROWN & WOOD

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 (312) 853-7000

Counsel for Debtors and Debtors-in-Possession BRAC Group, Inc., et al.

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-and-

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Counsel for the Official Committee of Unsecured Creditors

ASHBY & GEDDES



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FOR THE DISTRICT OF DELAWARE**

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Debtors.

Chapter 11

Case No. 02-12152 (MFW)

(Jointly Administered)

BRAC GROUP, INC. (f/k/a Budget Group, Inc.),
et al.,

Plaintiffs,

03-A-54271

v.

Jaeban (U.K.) Limited

Defendants.

REVISED PRE-TRIAL SCHEDULING ORDER

Due notice having been given and all parties having appeared and been heard, IT IS HEREBY ORDERED AS FOLLOWS:

1. All fact discovery (document requests, interrogatories, requests for admissions and all depositions) shall be completed by January 30, 2004.
2. Plaintiff's expert disclosures pursuant to Fed. R. Civ. Pro. 26(a)(2) shall be made on or before February 20, 2003.
3. Defendant's expert disclosures pursuant to Fed. R. Civ. Pro. 26(a)(2) shall be made on or before March 19, 2003.
4. All expert discovery shall be completed by April 2, 2003.
5. Dispositive motions are due on or before April 16, 2003.

6. Responses to any dispositive motions are due 14 days after service of the dispositive motion.

7. Any reply brief in support of a dispositive motion is due 7 days after service of the response to that motion.

8. A final pretrial conference will be held on _____ at ____.

9. Trial will commence on _____ at ____.

SO ORDERED:

United States Bankruptcy Judge

Date: _____

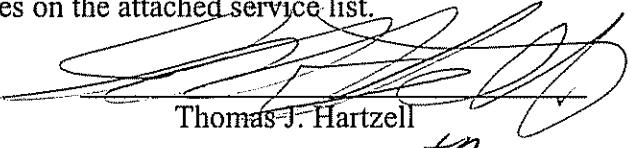
IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
BRAC GROUP, INC., et al.,¹) Case No. 02-12152 (CGC)
(f/k/a Budget Group, Inc.))
) (Jointly Administered)
Debtors.)

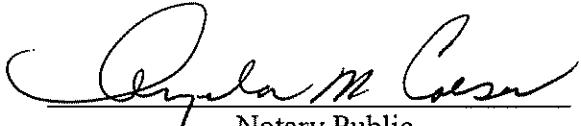
AFFIDAVIT OF SERVICE

STATE OF DELAWARE)
) SS
NEW CASTLE COUNTY)

Thomas J. Hartzell, being duly sworn according to law, deposes and says that he is employed by the law firm of Young Conaway Stargatt & Taylor, LLP, attorneys for the Debtors in the within captioned matter, and that on the 9th day of December 2003, he caused a copy of the attached pleading to be served, via facsimile, to those parties on the attached service list.


Thomas J. Hartzell

SWORN TO AND SUBSCRIBED before me this 9th day of December 2003.


Notary Public

ANGELA M. COLSON
NOTARY PUBLIC
STATE OF DELAWARE
My Commission Expires Aug. 31, 2007

¹ The Debtors are the following entities: BRAC Group, Inc., Auto Rental Systems, Inc., BGI Airport Parking, Inc., BGI Shared Services, LLC, BRAC Credit Corporation, BRAC Car Sales, Inc., BRAC Fleet Finance Corporation, BRAC Rent A Car Asia-Pacific, Inc., BRAC Rent A Car Caribe Corporation, BRAC Rent A Car Corporation, BRAC Rent-A-Car International, Inc., BRAC Rent A Car of Japan, Inc., BRAC Rent-A-Car of St. Louis, Inc., BRAC Rent-A-Car of the Midwest, Inc., BRAC Rent-A-Car Systems, Inc., BRAC Sales Corporation, BRAC Storage Corporation, BRAT Move Management, Inc., BRAT Relocation Services, Inc., BRAT IRS, Inc., BVM, Inc., Carson Chrysler Plymouth Dodge Jeep Eagle, Inc., Control Risk Corporation, Dayton Auto Lease Company, Inc., Directors Row Management Company, LLC, IN Motors VI, LLC, Mastering The Move Realty, Inc., Mosiant Car Sales, Inc., NYRAC Inc., Paul West Ford, Inc., Philips Jacobs Insurance Agency, Inc., Premier Car Rental LLC, Reservation Services, Inc., TCS Properties, LLC, Team Car Sales of Charlotte, Inc., Team Car Sales of Dayton, Inc., Team Car Sales of Philadelphia, Inc., Team Car Sales of Richmond, Inc., Team Car Sales of San Diego, Inc., Team Car Sales of Southern California, Inc., Team Fleet Services Corporation, Team Holdings Corp., Team Realty Services, Inc., The Move Shop, Inc., Transportation and Storage Associates, ValCar Rental Car Sales, Inc., Vehicle Rental Access Company, LLC, and Warren Wooten Ford, Inc.

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 Fax: (302) 571-1253

FROM: Tom Hartzell, Paralegal
 PHONE: (302) 573-7794

DATE: DECEMBER 9, 2003
 CLIENT MATTER: 59519.1001

PLEASE DELIVER AS SOON AS POSSIBLE TO:

<u>RECIPIENT</u>	<u>COMPANY</u>	<u>TELEPHONE NO.</u>	<u>FACSIMILE NO.</u>
Thomas W. Briggs, Esq.	Morris Nichols Arsh & Tunnell	302-658-9200	302-658-3989
Elizabeth Bobenmoyer, Esq.	Ford Motor Company	313-390-5183	313337-1160
William P Bowden, Esq.	Ashby & Geddes	302-654-1888	302-654-2067
Budget Group, Inc.	Attn: Bob Aprati, Esq.	630-955-7262	630-955-7517
Budget Group, Inc.	Attn: Bill Johnson, CFO	630-955-7262	630-955-7517
Budget Group, Inc.	Attn: David Coonfield	386-238-7035	386-226-8380
Laura DeFelice, Esq.	Latham & Watkins	212-906-1200	212-751-4864
Richard I. Kilpatrick, Esq.	Kilpatrick & Associates		
Steven K. Kortanek, Esq.	Klehr Harrison Harvey Branzburg & Ellers	302-426-1189	302-426-9193
Harold J. Marcus, Esq.	Brown Rudnick Berlack Israels LLP	617-856-8200	617-856-8201

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Larry J. Nyhan, Esq.	Sidley Austin Brown & Wood	312-853-7000	312-853-7036
Office of the United States Trustee	Attn: Margaret Harrison, Esq.	302-573-6491	302-573-6497
Larry P. Rochkind, Esq.	Jaffe Raitt Heuer & Weiss	313-961-8380	313-961-8358
Leslie H. Scharf, Esq.	Brown Rudnick Berlack Isreals LLP	212-704-0100	212-704-0196

Total number of pages including these pages:

If you have any problems with this transmission, please call (302) 571-6611.

Message: Motion for Revised Pre-trial Schedule and Status Conference.

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